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9 Attorneys for Defendants.

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 10 AUG 25 2004  
 CLERK, U.S. DISTRICT COURT  
 DISTRICT OF MONTANA  
 BILLINGS, MONTANA

11 IN THE UNITED STATES DISTRICT COURT  
 12 FOR THE DISTRICT OF MONTANA

13 Clerk U.S. District Court  
 14 District of Montana  
 15 Great Falls Division

16 BUTTE DIVISION

17 MAGTENASSET MAMAGEMENT  
 18 CORPORATION,

Case No. CV-04-26-BU-RFC

19 Plaintiff,

20 v.

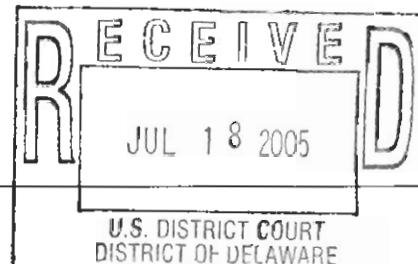
21 MIKE J. HANSON and ERNIE J. KINDT

22 Defendants.

AFFIDAVIT OF KIMBERLY A.  
 BEATTY

23 STATE OF MONTANA )  
 24 : ss.  
 25 County of Lewis and Clark )

05 - 499



26 1. I am counsel of record for Defendants in this proceeding.

27 2. I hereby certified that each of the following documents attached as exhibits to

Defendants' Statement of Uncontroverted Facts submitted to this Court in support of Defendants; Motion for Summary Judgment, are true and authentic copies of such documents:

28 A. Complaint, by Magten Asset Management Corporation against Mike J.  
 29 Hanson and Ernie J. Kindt, in the United States District Court for the district of Montana,  
 30 Butte Divisions, Cause No. CV-04-26-BU-RFC

31 B. Deposition Transcript of Magten Asset Management Group by Talton  
 32 Embry, dated July 27, 2004.

FILED  
 4:53  
 AUG 20 2004  
 BY PATRICK E. DUFFY, CLERK  
 Deputy Clerk  
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1                   C.     Articles of Organization of Montana Power, LLC (k/n/a Clark Fork and  
 2                   Blackfoot, LLC), dated September 28, 2000.

3                   D.     Written Consent of Sole Member and Manager to Action in Lieu of  
 4                   Meeting, effective as of February 15, 2002.

5                   E.     Written Consent of Sole Member and Manager to Action in Lieu of  
 6                   Meeting, dated August 7, 2002.

7                   F.     Asset and Stock Transfer Agreement, dated November 15, 2002, by and  
 8                   between NorthWestern Energy, LLC (f/k/a Montana Power, LLC) and NorthWestern  
 9                   Corporation..

10                  G.     Complaint to Avoid the Transfer of Assets of Clark Fork and Blackfoot,  
 11                  LLC (f/k/a NorthWestern Energy, LLC) to NorthWestern Corporation asserted by  
 12                  Magten Asset Management Corporation & Law Debenture Trust Company of New York  
 13                  against NorthWestern Corporation in the NorthWestern Corporation Chapter 11  
 14                  Bankruptcy proceeding filed in United States Bankruptcy Court for the District of  
 15                  Delaware, Cause No. 03-12872 (CGC).

16                  H.     Memorandum Decision, dated July 23, 2004, issued by the Honorable  
 17                  Charles G. Case, II, in the NorthWestern Corporation Chapter 11 Bankruptcy proceeding  
 18                  filed in United States Bankruptcy Court for the District of Delaware, Cause No. 03-12872  
 19                  (CGK).

20                  I.     Indenture for Unsecured Subordinated Debt Securities relating to Trust  
 21                  Securities by and between the Montana Power Company and the Bank of New York,  
 22                  dated November 1, 1996.

23                  J.     Representative electronic copy of the Second Supplemental Indenture by  
 24                  and between NorthWestern Energy, LLC (f/k/a Montana Power LLC), NorthWestern  
 25                  Corporation, and the Bank of New York dated August 13, 2002 as filed with the  
 26                  Securities and Exchange Commission.

27                  K.     Third Supplemental Indenture by and between NorthWestern Corporation and the  
 28                  Bank of New York, dated November 14, 2002.

29                  Further affiant sayeth not.

30                  \_\_\_\_\_  
 31                  Kimberly A. Beatty

32                  Subscribed and sworn to before me this 20<sup>th</sup> day of August, 2004.

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 34                  (Notarial Seal)

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## **CERTIFICATE OF SERVICE**

I hereby certify that on the 30th day of August, 2004, a true copy of the foregoing was mailed by first-class mail, postage prepaid, addressed as follows:

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